

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

Employees Retirement System of the Government of the Commonwealth of Puerto Rico (ERS) (Title III Debtor)

(b) County of Residence of First Listed Plaintiff
(EXCEPT IN U.S. PLAINTIFF CASES)

DEFENDANTS

County of Residence of First Listed Defendant

(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys *(If Known)*

(c) Attorneys *(Firm Name, Address, and Telephone Number)*

Proskauer Rose LLP, 11 Times Square, New York, NY 10036 (Tel. 212-969-3000) and O'Neill & Borges LLC, Suite 800, 250 Muñoz Rivera Ave., San Juan, PR 00918-1813 (Tel. 787-764-8181)

II. BASIS OF JURISDICTION *(Place an "X" in One Box Only)*

- | | |
|--|--|
| <input type="checkbox"/> 1 U.S. Government Plaintiff | <input checked="" type="checkbox"/> 3 Federal Question
<i>(U.S. Government Not a Party)</i> |
| <input type="checkbox"/> 2 U.S. Government Defendant | <input type="checkbox"/> 4 Diversity
<i>(Indicate Citizenship of Parties in Item III)</i> |

III. CITIZENSHIP OF PRINCIPAL PARTIES *(Place an "X" in One Box for Plaintiff and One Box for Defendant)*

	PTF	DEF		PTF	DEF
Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business In This State	<input type="checkbox"/> 4	<input type="checkbox"/> 4
Citizen of Another State	<input type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business In Another State	<input type="checkbox"/> 5	<input type="checkbox"/> 5
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6

IV. NATURE OF SUIT *(Place an "X" in One Box Only)*

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance	PERSONAL INJURY	PERSONAL INJURY	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881	<input type="checkbox"/> 375 False Claims Act
<input type="checkbox"/> 120 Marine	<input type="checkbox"/> 310 Airplane	<input type="checkbox"/> 365 Personal Injury - Product Liability	<input type="checkbox"/> 422 Appeal 28 USC 158	<input type="checkbox"/> 376 Qui Tam (31 USC 3729(a))
<input type="checkbox"/> 130 Miller Act	<input type="checkbox"/> 315 Airplane Product Liability	<input type="checkbox"/> 367 Health Care/ Pharmaceutical Personal Injury Product Liability	<input type="checkbox"/> 423 Withdrawal 28 USC 157	<input type="checkbox"/> 400 State Reapportionment
<input type="checkbox"/> 140 Negotiable Instrument	<input type="checkbox"/> 320 Assault, Libel & Slander	<input type="checkbox"/> 368 Asbestos Personal Injury Product Liability	PROPERTY RIGHTS	<input type="checkbox"/> 410 Antitrust
<input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment	<input type="checkbox"/> 330 Federal Employers' Liability	<input type="checkbox"/> 340 Marine	<input type="checkbox"/> 820 Copyrights	<input type="checkbox"/> 430 Banks and Banking
<input type="checkbox"/> 151 Medicare Act	<input type="checkbox"/> 345 Marine Product Liability	<input type="checkbox"/> 350 Motor Vehicle	<input type="checkbox"/> 830 Patent	<input type="checkbox"/> 450 Commerce
<input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excludes Veterans)	<input type="checkbox"/> 355 Motor Vehicle Product Liability	<input type="checkbox"/> 370 Other Fraud	<input type="checkbox"/> 840 Trademark	<input type="checkbox"/> 460 Deportation
<input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits	<input type="checkbox"/> 360 Other Personal Injury	<input type="checkbox"/> 371 Truth in Lending	LABOR	<input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations
<input type="checkbox"/> 160 Stockholders' Suits	<input type="checkbox"/> 362 Personal Injury - Medical Malpractice	<input type="checkbox"/> 380 Other Personal Property Damage	<input type="checkbox"/> 710 Fair Labor Standards Act	<input type="checkbox"/> 480 Consumer Credit
<input type="checkbox"/> 190 Other Contract		<input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 720 Labor/Management Relations	<input type="checkbox"/> 490 Cable/Sat TV
<input type="checkbox"/> 195 Contract Product Liability			<input type="checkbox"/> 740 Railway Labor Act	<input type="checkbox"/> 850 Securities/Commodities/ Exchange
<input type="checkbox"/> 196 Franchise			<input type="checkbox"/> 751 Family and Medical Leave Act	<input checked="" type="checkbox"/> 890 Other Statutory Actions
REAL PROPERTY	CIVIL RIGHTS	PRISONER PETITIONS	<input type="checkbox"/> 790 Other Labor Litigation	<input type="checkbox"/> 891 Agricultural Acts
<input type="checkbox"/> 210 Land Condemnation	<input type="checkbox"/> 440 Other Civil Rights	Habeas Corpus:	<input type="checkbox"/> 791 Employee Retirement Income Security Act	<input type="checkbox"/> 893 Environmental Matters
<input type="checkbox"/> 220 Foreclosure	<input type="checkbox"/> 441 Voting	<input type="checkbox"/> 463 Alien Detainee	FEDERAL TAX SUITS	<input type="checkbox"/> 895 Freedom of Information Act
<input type="checkbox"/> 230 Rent Lease & Ejectment	<input type="checkbox"/> 442 Employment	<input type="checkbox"/> 510 Motions to Vacate Sentence	<input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant)	<input type="checkbox"/> 896 Arbitration
<input type="checkbox"/> 240 Torts to Land	<input type="checkbox"/> 443 Housing/ Accommodations	<input type="checkbox"/> 530 General	<input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 899 Administrative Procedure Act/Review or Appeal of Agency Decision
<input type="checkbox"/> 245 Tort Product Liability	<input type="checkbox"/> 445 Amer. w/Disabilities - Employment	<input type="checkbox"/> 535 Death Penalty		<input type="checkbox"/> 950 Constitutionality of State Statutes
<input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 446 Amer. w/Disabilities - Other	Other:		
	<input type="checkbox"/> 448 Education	<input type="checkbox"/> 540 Mandamus & Other		
		<input type="checkbox"/> 550 Civil Rights		
		<input type="checkbox"/> 555 Prison Condition		
		<input type="checkbox"/> 560 Civil Detainee - Conditions of Confinement		
			IMMIGRATION	
			<input type="checkbox"/> 462 Naturalization Application	
			<input type="checkbox"/> 465 Other Immigration Actions	

V. ORIGIN *(Place an "X" in One Box Only)*

- | | | | | | | |
|---|---|--|---|--|--|---|
| <input checked="" type="checkbox"/> 1 Original Proceeding | <input type="checkbox"/> 2 Removed from State Court | <input type="checkbox"/> 3 Remanded from Appellate Court | <input type="checkbox"/> 4 Reinstated or Reopened | <input type="checkbox"/> 5 Transferred from Another District (specify) | <input type="checkbox"/> 6 Multidistrict Litigation - Transfer | <input type="checkbox"/> 8 Multidistrict Litigation - Direct File |
|---|---|--|---|--|--|---|

Cite the U.S. Civil Statute under which you are filing *(Do not cite jurisdictional statutes unless diversity)*: 48 U.S.C. Secs. 2101-2241

VI. CAUSE OF ACTION

Brief description of cause: Title III Case under the Puerto Rico Oversight, Management and Economic Stability Act - 48 U.S.C.A. Secs. 2101 e

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P. DEMAND \$ CHECK YES only if demanded in complaint:
JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions):

JUDGE

DOCKET NUMBER

DATE
 May 21, 2017

SIGNATURE OF ATTORNEY OF RECORD
 Hermann D. Bauer Alvarez

FOR OFFICE USE ONLY

RECEIPT #

AMOUNT

APPLYING IFF

JUDGE

MAG. JUDGE

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

Authority For Civil Cover Sheet

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- I.(a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- (b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)
- (c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".
- II. Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.Cv.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.
United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.
Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an "X" in the appropriate box. If there are multiple nature of suit codes associated with the case, pick the nature of suit code that is most applicable. Click here for: [Nature of Suit Code Descriptions](#).
- V. Origin.** Place an "X" in one of the seven boxes.
Original Proceedings. (1) Cases which originate in the United States district courts.
Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441. When the petition for removal is granted, check this box.
Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
Multidistrict Litigation – Transfer. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407.
Multidistrict Litigation – Direct File. (8) Check this box when a multidistrict case is filed in the same district as the Master MDL docket.
PLEASE NOTE THAT THERE IS NOT AN ORIGIN CODE 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553 Brief Description: Unauthorized reception of cable service
- VII. Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.
Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.
Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS 44 is used to reference related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

Date and Attorney Signature. Date and sign the civil cover sheet.

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

CATEGORY SHEET

You must accompany your complaint with this Category Sheet, and the Civil Cover Sheet (JS-44).

Attorney Name (Last, First, MI):

USDC-PR Bar Number:

Email Address:

1. Title (caption) of the Case (provide only the names of the first party on each side):

Plaintiff:

Defendant:

2. Indicate the category to which this case belongs:

Ordinary Civil Case

Social Security

Banking

Injunction

3. Indicate the title and number of related cases (if any).

4. Has a prior action between the same parties and based on the same claim ever been filed before this Court?

Yes

No

5. Is this case required to be heard and determined by a district court of three judges pursuant to 28 U.S.C. § 2284?

Yes

No

6. Does this case question the constitutionality of a state statute? (See, Fed.R.Civ. P. 24)

Yes

No

Date Submitted:

rev. Dec. 2009

[Print Form](#)

[Reset Form](#)

Fill in this information to identify the case:

United States District Court for the:
District of Puerto Rico

Case number (if known): _____ (PROMESA Title III)

Check if this is
an amended filing

Title III Petition for Covered Territory or Covered Instrumentality

This form is designed to comply with section 304(a) of Puerto Rico Oversight, Management, and Economic Stability Act, 48 U.S.C. § 2164 ("PROMESA").

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the Debtor's name and the case number (if known).

1. Debtor's name	Employees Retirement System of the Government of the Commonwealth of Puerto Rico (ERS)		
2. All other names Debtor used in the last 8 years	Administración de los Sistemas de Retiro de los Empleados del Gobierno y la Judicatura		
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's address	Principal place of business	Address for Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor per PROMESA § 315	
	P.O. Box 42003	Jacob Javits Federal Bldg., 26 Federal Plaza	
	Number Street	Number Street	
		Room 2-128, Attn: Jaime El Koury	
		P.O. Box	
	San Juan, PR 00940-2203	New York, NY 10278	
	City State ZIP Code	City State ZIP Code	
	County		
4. Debtor's website (URL) Financial Oversight and Management Board website (URL)	http://www.gdb-pur.com/investors_resources/ers.html; http://www.retiro.pr.gov https://juntasupervision.pr.gov/index.php/en/home/		
5. Type of Title III Debtor	<input type="checkbox"/> Covered Territory (as defined in PROMESA § 5(8)) <input checked="" type="checkbox"/> Covered Territorial Instrumentality (as defined in PROMESA § 5(7))		
6. Are any Title III or Title VI cases pending or being filed by an affiliate of the Debtor?	<input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes Debtor See attached Exhibit 1 Relationship _____		
List all cases. If more than 1, attach a separate list.	District _____	When	MM / DD / YYYY
	Case number, if known _____		
7. Why is the Title III case filed in <i>this</i> District?	Check all that apply:		
	<input checked="" type="checkbox"/> This is the United States District Court for the covered territory or covered territorial instrumentality, as applicable (PROMESA § 307(a))		
	<input type="checkbox"/> This is the United States District Court for the jurisdiction in which the Oversight Board maintains an office that is located outside of the territory (PROMESA § 307(b))		
	<input type="checkbox"/> Territory does not have a district court (U.S. District Court of Hawaii only) (PROMESA § 307(a))		

Debtor _____
Name _____

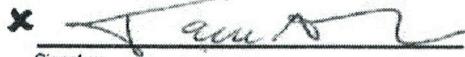
Request for Relief, Declaration, and Signatures

8. Declaration and signature of Financial Oversight and Management Board for Puerto Rico as Representative of Debtor per PROMESA § 315.

- The Debtor requests relief in accordance with Title III of PROMESA
- I have been authorized to file this petition on behalf of the Financial Oversight and Management Board for Puerto Rico.
- I have examined the information in this petition and the documents attached to this petition as listed below and have a reasonable belief that the information is true and correct.
- Schedule A: Certification of Resolutions Adopted by the Financial Oversight and Management Board for Puerto Rico Pursuant to PROMESA §§ 104(j) and 206(a).
- Schedule B: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 5/21/2017
MM / DD / YYYY


Signature _____ Printed name Jaime E. Kaury
Title General Counsel

Signature of Attorney for Financial Oversight and Management Board for Puerto Rico as Representative of Debtor per PROMESA § 315


Signature _____ Date 5/21/2017
MM / DD / YYYY

Martin J. Bienenstock (*pro hac vice pending*)
Printed name

Proskauer Rose LLP
Firm name

11 Times Square
Number Street

New York
City

NY
State ZIP Code

212.969.3000
Contact phone

mbienenstock@proskauer.com
Email address

1542554
Bar number

NY
State


Signature _____ Date 5/21/2017
MM / DD / YYYY

Hermann D. Bauer-Alvarez
Printed name

O'Neill & Borges LLC
Firm name

American International Plaza, 250 Muñoz Rivera Avenue, Ste. 800
Number Street

San Juan, Puerto Rico

00918-1813

City

State ZIP Code

787-282-5723
Contact phone

Hermann.Bauer@oneillborges.com
Email address

215 205, Puerto Rico
Bar number

State

Exhibit 1

List of Title III Cases Pending or Being Filed by an Affiliate

A. Pending Cases:

1. Commonwealth of Puerto Rico, Title III Case No. 17-cv-01578-LTS (now docketed at 17-BK-3283-LTS). Court: U.S. District Court for the District of Puerto Rico. Petition Date: May 3, 2017
2. Puerto Rico Sales Tax Financing Corporation (COFINA). Title III Case No. 17-cv-01599-LTS (now docketed at 17-BK-3284-LTS). Court: U.S. District Court for the District of Puerto Rico. Petition Date: May 5, 2017

B. Cases Being filed Contemporaneously with the Instant Case:

On the date hereof, each of the entities listed below, which includes the Debtor in the instant Title III case, is filing a voluntary petition for relief under Title III of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”) in the United States District Court for the District of Puerto Rico (the “Court”).

3. Employees Retirement System of the Government of the Commonwealth of Puerto Rico (ERS)
4. Puerto Rico Highways and Transportation Authority (HTA)

Schedule A

Certification of Resolutions Adopted by the Financial Oversight and Management Board

**CERTIFICATION OF RESOLUTIONS ADOPTED BY THE FINANCIAL OVERSIGHT
AND MANAGEMENT BOARD FOR PUERTO RICO BY UNANIMOUS WRITTEN
CONSENT**

**(Employees Retirement System of the Government of the Commonwealth of Puerto Rico
(ERS))**

I, the undersigned, General Counsel of the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), do hereby certify that (i) attached is a true and correct copy of the resolutions of the Oversight Board adopted on May 21, 2017 by Unanimous Written Consent, and (ii) such resolutions have not been modified or rescinded, and remain in full force and effect.

By:

Name: Jaime A. El Koury
Title: General Counsel
Date: May 21, 2017





FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO

UNANIMOUS WRITTEN CONSENT APPROVING AND ISSUING CERTIFICATIONS PURSUANT TO SECTIONS 104 AND 206 OF PROMESA FOR THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO (ERS)

WHEREAS on June 30, 2016, the federal Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”)¹ was enacted; and

WHEREAS Section 101 of PROMESA created the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”); and

WHEREAS on September 30, 2016, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) was designated by the Oversight Board as a Covered Territorial Instrumentality pursuant to Section 101(d)(1)(A) of PROMESA; and

WHEREAS the Oversight Board has been advised that ERS desires to effect a plan to adjust its debt pursuant to Title III of PROMESA; and

WHEREAS in connection with the commencement of a Title III case for ERS, the Oversight Board is required (i) pursuant to Section 206 of PROMESA, to make certain Restructuring Determinations (as defined below) and to issue a restructuring certification as to such determinations, and (ii) pursuant to Section 104(j) of PROMESA, to certify the filing by ERS of a voluntary petition under Title III of PROMESA; and

WHEREAS following discussions with ERS and its legal and financial advisors, and after consultation with the Oversight Board’s legal and financial advisors, and following extensive deliberation, the Oversight Board has determined, in its sole discretion, that (1) ERS has made good-faith efforts to reach a consensual restructuring with creditors; (2) ERS has adopted procedures necessary to deliver timely audited financial statements and made public draft financial statements and other information sufficient for any interested person to make an informed decision with respect to a possible restructuring; (3) ERS is a Covered Territorial Instrumentality that is subject to a Territory Fiscal Plan certified by the Oversight Board; and (4)

¹ Capitalized terms used but not defined herein have the definitions given to them in PROMESA.

no order approving a Qualifying Modification under Section 601 of PROMESA has been entered with respect to ERS (the foregoing determinations, the “Restructuring Determinations”); and

WHEREAS following discussions with ERS and its legal and financial advisors, and after consultation with the Oversight Board’s legal and financial advisors, and following extensive deliberation, the Oversight Board has determined it is necessary and appropriate in order to protect the residents of Puerto Rico, and in the best interests of the creditors of ERS, for a voluntary petition under Title III of PROMESA to be filed for ERS in the United States District Court for the District of Puerto Rico (the “District Court”); and

WHEREAS it is the Oversight Board’s intention in making its determinations in connection with such Title III filing (1) that such filing should not preclude efforts to implement consensual debt restructurings if possible and practicable, and (2) to continue negotiations with the creditors of ERS with a view to implementing consensual debt restructurings to the extent possible and appropriate;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Oversight Board approves and certifies the Restructuring Determinations pursuant to section 206 of PROMESA; and it is further

RESOLVED that, pursuant to section 104(j) of PROMESA, the Oversight Board approves and certifies the filing in the District Court of a voluntary petition under Title III of PROMESA for ERS at such time as the Chair or Executive Director of the Oversight Board determines to be appropriate; and it is further

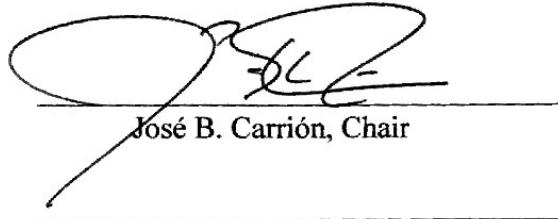
RESOLVED that, for the avoidance of doubt, these resolutions shall constitute (i) the restructuring certificate required to be issued by the Oversight Board pursuant to Section 206 of PROMESA, and (ii) the certification required to be issued by the Oversight Board for the filing of a Title III petition for ERS pursuant to Section 104(j) of PROMESA; and it is further

RESOLVED that the Executive Director, General Counsel and any other officer of the Oversight Board now or hereafter appointed by the Oversight Board (each, an “Authorized Officer”) shall be, and each hereby is, authorized and empowered to execute and publish (including by attaching a copy thereof to a Title III Petition filed for ERS) a certificate or certificates that certify (i) the Restructuring Determinations of the Oversight Board pursuant to Section 206 of PROMESA, (ii) the filing of a Title III petition for ERS pursuant to Section 104(j) of PROMESA, and (iii) the other approvals and authorizations of the Oversight Board set forth in these resolutions; and it is further

RESOLVED that each Authorized Officer shall be, and each hereby is, authorized and empowered to execute and file in the name and on behalf of Oversight Board, as the “representative” of ERS pursuant to Section 315 of PROMESA, all petitions (including, but not limited to, a Title III petition), schedules, motions, lists, applications, pleadings, affidavits and other papers to be filed in the District Court (and in such other courts of competent jurisdiction as may be applicable), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other

professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with ERS's Title III case.

Dated: May 21, 2017



José B. Carrión, Chair

Dated: May , 2017

Andrew G. Biggs

Dated: May , 2017

Carlos M. García

Dated: May , 2017

Arthur J. González

Dated: May , 2017

José R. González

Dated: May , 2017

Ana J. Matosantos

Dated: May , 2017

David A. Skeel, Jr.

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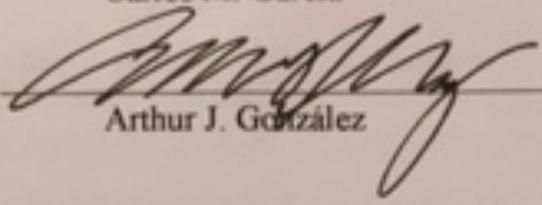
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Dated: May __, 2017

Arthur J. González



José R. González

Dated: May 21, 2017

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Andrew G. Biggs

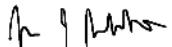
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Carlos M. García

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Arthur J. González

Dated: May __, 2017

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Dated: May 21, 2017

Ana J. Matosantos

Dated: May __, 2017

David A. Skeel, Jr.

professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with ERS's Title III case.

Dated: May __, 2017

José B. Carrión, Chair

Dated: May __, 2017

Andrew G. Biggs

Dated: May __, 2017

Carlos M. García

Dated: May __, 2017

Arthur J. González

Dated: May __, 2017

José R. González

Dated: May __, 2017

Ana J. Matosantos

David Skeel

Dated: May 21, 2017

David A. Skeel, Jr.

Schedule B

List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

Case Information

Debtor : Employees Retirement System of the Government of the Commonwealth of Puerto Rico

United States District Court for Puerto Rico

Case Number: _____

List of Creditors Who Have the 20 Largest Unsecured Claims¹ and Are Not Insiders²

Name of Creditor	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim
1 ARROYO FLORES CONSULTING GROUP INC.	AVE LOMAS VERDES 1820 LOCAL 3 SAN JUAN, PR 00926 Attn: REINALDO ARROYO Email: arroyo@afcg.biz	Professional Services		\$91,350.00
2 TAPLIN, CANIDA AND HABACHT	1001 BRICKELL BAY DR., SUITE 2100 MIAMI, FL 33131 Attn: TERE ALVAREZ CANIDA CFA Fax: 305-379-4452 Email: tac@tchinc.com	Professional Services		\$53,651.96
3 AUTORIDAD FINANCIAMIENTO VIVIENDA	606 AVE BARBOSA EDIF JUAN C CORDERO SAN JUAN, PR 00936 Attn: MELVIN GONZALEZ PEREZ Email: melvin.gonzalez@afv.pr.gov	Government		\$51,673.08
4 DATABASE MARKETING SERVICES	ZONA INDUSTRIAL AMELIA 20 CALLE DIANA GUAYNABO, PR 00968 Attn: KENNETH SEWELL Fax: 787-720-0576 Email: ksowell@databasepr.com	Trade Debt		\$43,647.81
5 OL MAINTENANCE	W E34 AVE COSTO STA JUANITA BAYAMON, PR 00956 Attn: JUAN CALO CALDERON Fax: 787-779-8510 Email: olmaintenance@yahoo.com	Trade Debt		\$24,619.83
6 THE BANK OF NEW YORK MELLON	225 LIBERTY STREET NEW YORK, NY 10286 Attn: JON BANGOR VICE PRESIDENT Fax: 1-615-779-5109 Email: debbi.reid@bnymellon.com	Professional Services		\$23,333.34
7 POPULAR ASSET MANAGEMENT	209 MUÑOZ RIVERA AVE 9TH FLOOR HATO REY, PR 00918 Attn: JAVIER RUBIO CFA Fax: 787-754-4777 Email: jrubiob@bppr.com	Professional Services		\$22,062.02
8 SANTANDER ASSET MANAGEMENT	SANTANDER TOWER SAN PATRICIO B7 CALLE TABONUCO STE 1800 GUAYNABO, PR 00968 Attn: DESIREE MIESES Fax: 787-296-5435 Email: Dmieses@sampr.com	Professional Services		\$21,372.63
9 CHICAGO EQUITY PARTNERS	180 N LA SALLE STREET SUITE 3800 CHICAGO, IL 60601 Attn: MARTY DOROW Fax: 312-629-2728	Professional Services		\$20,869.91

¹ The list of 20 largest unsecured claims excludes claims of individual pensioners that may have a claim against the Debtor.

² The Employees Retirement System of the Government of the Commonwealth of Puerto Rico reserves all rights to amend or supplement this list from time to time, in all respects, as may be necessary or appropriate. Nothing herein shall be deemed an admission or a waiver of any rights, claims, and defenses.

Name of Creditor	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim
	Email: mdorow@chicagoequity.com			
10	ALPHA GUARDS MGT INC Attn: JORGE MORALES LABOY Fax: 787-294-6984 Email: alphaguards@aol.com	49 CALLE MAYAGUEZ PISO 3 HATO REY, PR 00917	Trade Debt	\$18,594.80
11	MESIROW FINANCIAL INVESTMENT MGT INC.	353 N. CLARK ST. CHICAGO, IL 60654 Attn: LUIS VILLAREJO Fax: 787-281-6157 Email: lvillarejo@mesirowfinancial.com	Professional Services	\$18,017.67
12	STATE STREET GLOBAL ADVISORS	3475 Piedmont Road, NE Suite 1920 Atlanta, GA 30305 Attn: MICHAEL HALEY Fax: (404) 442-0501 Email: Michael_Haley@ssga.com	Professional Services	\$17,654.73
13	AIR CHILLER MECHANICAL CONST.INC.	CAGUAS INDUSTRIAL COMM PARK BO RIO CAÑO CARR 1 LOCAL 1 CAGUAS, PR 00725 Attn: JULIA TOLENTINO Fax: 787-744-4969 Email: airchmech@aol.com	Trade Debt	\$13,175.00
14	NETWAVE EQUIPMENT CORP.	316 AVE DE LA CONSTITUCION SAN JUAN, PR 00901 Attn: MELISSA PIOVANNETTI Fax: 787-722-4843 Email: melissa@nustream.com	Professional Services	\$9,186.00
15	MAINLINE INFORMATION SYSTEMS	1700 SUMMIT LAKE DR TALLAHASSEE, FL 32317 Attn: MARTHA LUCIA RODRIGUEZ Fax: 888-381-6851 Email: marthalucia@mainline.com	Trade Debt	\$8,466.18
16	PUERTO RICO ATTORNEYS AND COUNSELORS AT LAW PSC	203 CALLE ELEONOR ROOSEVELT HATO REY, PR 00918-3006 Attn: JOSE F CHAVES CARABALLO Fax: 787-764-9120 Email: chaves@fc-law.com	Professional Services	\$6,781.25
17	MARTA GISELA ALVAREZ	URB GARDEN HILLS A 19 CALLE SERANIA , GUAYNABO PR 00966 Attn: MARTA GISELA ALVAREZ Email: alvamarta@gmail.com	Professional Services	\$5,500.00
18	BELTRAN BELTRAN AND ASSOC PSC	623 AVE. PONCE DE LEON EXECUTIVE BUILDING, SUITE 1100A SAN JUAN, PR 00917 Attn: CARLOS BELTRAN Fax: 787-919-0645 Email: beltranbeltranassociates@gmail.com	Professional Services	\$5,275.00
19	HERNANDEZ GUTIERREZ LAW	PONCE DE LEON AVE. FIRST FEDERAL BUILDING SUITE 713-715 SAN JUAN, PR 00909 Attn: MARIANA HERNANDEZ Email: mherandez@mihglaw.com	Professional Services	\$3,897.00
20	BANCO POPULAR DE PR	206 AVE MUÑOZ RIVERA SAN JUAN, PR 00919 Attn: CARLOS GARCIA ALVIRA Fax: 787-764-4318 Email: carlos.garcia3@popular.com	Professional Services	\$3,640.00